

RECORDATION NO. 27368-E **FILED**

MAR 19 '08 -8 00AM

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SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1984)

OF COUNSEL  
URBAN A. LESTER

March 19, 2008

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Replacement of Appendix No. 5-A, dated as of March 12, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 27368.

The names and addresses of the parties to the enclosed document are:

Lessor/Grantor: Handelsbanken Finans AB (publ)  
Torsgatan 12  
Stockholm SE-106 35  
Sweden

Lessee/  
Secured Party: New Jersey Transit Corporation  
One Penn Plaza East, 6<sup>th</sup> Floor  
Newark, NJ 07105

Anne K. Quinlan, Esquire  
March 19, 2008  
Page 2

A description of the railroad equipment covered by the enclosed document is:

18 multi-level commuter rail passenger cars bearing New Jersey Transit reporting marks: 7010 - 7013, 7201, 7219, 7226, 7228, 7529 and 7538 - 7546.

A short summary of the document to appear in the index is:

Memorandum of Replacement of Appendix No. 5-A.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

MAR 19 '08 -8 00 AM

**MEMORANDUM OF REPLACEMENT OF APPENDIX NO. 5-A****SURFACE TRANSPORTATION BOARD**

This Memorandum of Replacement of Appendix No. 5-A is made and entered into as of March 12, 2008, between HANDELSBANKEN FINANS AB (publ), (556053-0841), a credit market company duly incorporated and existing under the laws of Sweden, whose registered office is at Torsgatan 12, SE-106 35 Stockholm, Sweden, as Lessor ("Lessor"), and NEW JERSEY TRANSIT CORPORATION, a body corporate and politic established in the Executive Branch of the State Government of New Jersey, having an address at One Penn Plaza East, Newark, New Jersey, 07105, as Lessee ("Lessee").

**WITNESSETH:**

The undersigned have entered into that certain Security Agreement dated as of January 22, 2008, (the "Security Agreement") by which the Lessor has granted a security interest to the Lessee in order to secure the Lessor's performance of certain obligations as described in the Security Agreement.

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on February 5, 2008 at 11:00 a.m. under Recordation Number 27368.

The undersigned have entered into that certain Security Agreement Replacement of Appendix No. 1-A dated as of February 6, 2008, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached thereto.

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on February 14, 2008 at 2:04 p.m. under Recordation Number 27368-A.

The undersigned have entered into that certain Security Agreement Replacement of Appendix No. 2-A dated as of February 19, 2008, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached thereto.

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on February 26, 2008 at 11:00 a.m. under Recordation Number 27368-B.

The undersigned have entered into that certain Security Agreement Replacement of Appendix No. 3-A dated as of February 26, 2008, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached thereto.

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on February 29, 2008 at 11:00 a.m. under Recordation Number 27368-C.

The undersigned have entered into that certain Security Agreement Replacement of Appendix No. 4-A dated as of March 6, 2008, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached thereto.

...and the

3.


• • • • •

A memorandum of said Security Agreement was recorded with the Surface Transportation Board pursuant to Section 11301 of Title 49 of the United States Code on March 10, 2008 at 4:00 p.m. under Recordation Number 27368-D.

The undersigned have entered into that certain Security Agreement Replacement of Appendix No. 5-A dated as of March 12, 2008, relating to the Security Agreement and extending the Lessor's grant of a security interest therein to certain multi-level commuter rail passenger cars as described and bearing the identification numbers as listed on Exhibit A attached hereto.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Replacement of Appendix to be duly executed by their respective representatives duly authorized as of the date and year first above written.

HANDELSBANKEN FINANS AB (publ)

By   
Name: Sven Gyll  
Title: Johan M. S.V.D.  
S.V.D.

NEW JERSEY TRANSIT CORPORATION

By \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

## ACKNOWLEDGEMENT

I certify that this instrument was signed by Leif. M. Moberg on behalf of Handelsbanken Finans AB (publ) pursuant to a power of attorney and I acknowledge that the execution of the foregoing instrument was the free act and deed of Handelsbanken Finans AB (publ). I further declare under penalty of perjury that the foregoing is true and correct.

**HANDELSBANKEN FINANS AB (publ)**

By: John J. [illegible]  
Name: John J. [illegible]  
Title: Chief of Police  
Date: Feb. 10, 1964

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum of Replacement of Appendix to be duly executed by their respective representatives duly authorized as of the date and year first above written.

HANDELSBANKEN FINANS AB (publ)

By \_\_\_\_\_  
Name:  
Title:

NEW JERSEY TRANSIT CORPORATION

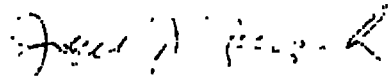
By Robert Kelly  
Name:  
Title:

# **ACKNOWLEDGEMENT**

On this 14th day of March, 2008, before me personally appeared Robert Webb, who stated that he is the person who executed the foregoing instrument as Manager, Project Finance of New JERSEY TRANSIT CORPORATION, the entity named in the foregoing instrument, and is duly authorized to act on behalf of said entity, and being informed of the contents hereof, acknowledged execution of the foregoing instrument on behalf of said entity.

Witness my hand and official seal, this 14th day of March, 2008.

My Commission Expires: June 16, 2011



**JOYCE J. ZUCZEK**  
**NOTARY PUBLIC OF NEW JERSEY**  
**COMMISSION EXPIRES JUNE 16, 2011**

**EXHIBIT A**

All right, title and interest of the Lessor in the following:

(a)

<u>Equipment Description</u>	<u>Type</u>	<u>Railcar Identification Number</u>
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7219
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7226
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7228
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7538
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7539
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7540
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7541
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car with toilet	7201
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7542
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7543
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7544
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7010
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7011
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7012

Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7529
Bombardier Multi-Level Commuter Rail Passenger Car	cab car	7013
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7545
Bombardier Multi-Level Commuter Rail Passenger Car	trailer car	7546

Each of the above-listed multi-level commuter rail passenger cars is herein called an "Item of Equipment"; and

- (b) All parts of each Item of Equipment, wherever located, whether now owned or hereafter acquired, in which Lessor shall have or acquire an interest. As used herein, "Part" means any and all items constituting part of an Item of Equipment, including appliances, components, instruments, parts, appurtenances, accessories and peripheral and miscellaneous equipment (including replacement parts and equipment) that may from time to time be incorporated or installed in or attached to an Item of Equipment.

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

3/19/08



\_\_\_\_\_  
Robert W. Alvord